

RECORDATION NO. 23981-FF FILE

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

DEC 23 '05 11-56 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 23, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release from Surface Transportation Board Filed Encumbrance, dated as of December 19, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of U.S. Guarantee and Security Agreement previously filed with the Board under Recordation Number 23981.

The name and address of the party to the enclosed document are:

Secured Party: The Bank of Nova Scotia
600 Peachtree Street, Suite 2700
Atlanta, Georgia 30308

[Borrower: RailAmerica Transportation Corp.
5300 Broken Sound Blvd NW, 2nd Floor
Boca Raton, Florida 33407]

Mr. Vernon A. Williams
December 23, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

6 locomotives: TPW 2050, TPW 2052, TPW 2054, TPW 2056, TNMR 2078 and TNMR 2151.

A short summary of the document to appear in the index is:

Release from Surface Transportation Board Filed Encumbrance.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

DEC 23 '05 11:56 AM

SURFACE TRANSPORTATION BOARD

Release from Surface Transportation Board Filed Encumbrance

Release herein is made to the Amended and Restated Credit Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Amended Credit Agreement"), dated as of September 29, 2004, made by RailAmerica Transportation Corp., a Delaware corporation (the "Company"), RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Canada Corp., and RaiLink, Ltd., the various financial institutions as are or may become parties thereto (collectively, the "Lenders"), (in such capacity, the "Collateral Agent") for the Lenders. Unless otherwise defined herein, capitalized terms used herein and in the Schedule hereto have the meanings provided in the Amended Credit Agreement.

The Collateral Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of the TPW 2050 EMD; TPW 2052 EMD; TPW 2054 EMD; TPW 2056 EMD; TNMR 2078 EMD; AND TNMR 2151 EMD that were recorded with the Surface Transportation Board under Recordation Number _____.

Dated as of December 19, 2005.

THE BANK OF NOVA SCOTIA,
As Collateral Agent

By: William E. Zarret
Title: William E. Zarret
Managing Director

State of Georgia)
)
County of Gwinnett,) ss.

On this 17th day of December 2005, before me James G. Wilson the undersigned Notary Public, personally appeared William E. Zarret personally known to me to be the person who executed the within instrument as Managing Director on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

James G. Wilson
Notary Public for Georgia
My Commission expires 8/22/07

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/22/05



Robert W. Alvord